

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

**MARC WEILL, TOM GROOS, and
JOSH COHEN,**

Plaintiffs,

v.

EARTH BIOFUELS, INC.,

Defendant.

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CIVIL ACTION NO. 07 CV 6246

**AFFIDAVIT OF DENNIS G. MCLAUGHLIN, III IN SUPPORT OF
MOTION TO TRANSFER VENUE**

STATE OF TEXAS

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COUNTY OF DALLAS

BEFORE ME the undersigned authority personally appeared Dennis G. McLaughlin, III, who, being by me duly sworn, deposed and said:

1. "My name is Dennis G. McLaughlin, III. I am over twenty-one years of age. I have never been convicted of a felony. I am competent to make this Affidavit. All the facts contained herein are true, correct, and based on my personal knowledge.

2. I am the Chief Executive Office of Earth Biofuels, Inc., ("Earth"). Earth is incorporated in Delaware with its principal place of business in Dallas, Texas, at 3001 Knox Street, Dallas, Texas 75205. Earth engages in the production, distribution, and sale of renewable fuels, with a focus on biodiesel fuel, in the United States.

3. Earth's operations are entirely based in Dallas, Texas. Earth does not conduct business in New York, nor does Earth have any employees or real property located in New York. In fact, Earth is not authorized and has not made the necessary filings in order to conduct business operations in New York.

4. On or about January 27, 2006, and March 31, 2006, Earth and Tom Groos ("Groos") executed Registration Rights Agreements ("Registration Agreements") pursuant to which Earth issued shares of Earth stock to Groos. On or about January 30, 2006, and June 2, 2006, Earth executed Registration Agreements with Marc Weill ("Weill"). On or about March 29, 2006, Earth executed a Registration Agreement with Josh Cohen ("Cohen"). A true and correct copy of the Registration Agreements with Groos, Weill, and Cohen are attached as Exhibit A-1 to this Affidavit. These Registration Agreements are the underlying agreements at issue in this dispute.

5. Earth would be unduly prejudiced if this case were held in New York. It would be particularly inconvenient, costly, and burdensome to several key witnesses with knowledge relevant to this case.

6. First, I am located in Dallas, Texas, and as Chief Executive Officer of Earth, I can attest to Earth's operations, history, and business services. Additionally, I have personal knowledge of the negotiations with Groos, Weill, and Cohen, the overall contract terms and intent, as well as the execution of the Registration Agreements. I can also speak to the performance by Earth under the Registration Agreements.


7. At least two other Earth employees, all located in Dallas, Texas, have critical knowledge relevant to this case. These employees are (a) Christopher "Kit" Chambers, Earth's Executive Vice President; and (b) Jesse Oropesa, the chief paralegal at Earth. These employees can speak generally to the negotiations regarding the Registration Agreements and the drafting and execution of the Registration Agreements. Additionally, these employees are critical to the daily operations of Earth, and their absence, especially when considered as a collective group, is

costly, burdensome, and inconvenient, both to the individuals personally, as well as to Earth and its business operations.

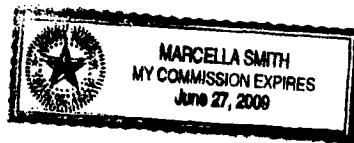
8. Also, two other individuals who are not employees of Earth, David Snyder, the former General Counsel at Earth, and Rose Mercer, a former paralegal at Earth, can provide testimony as to the drafting of and negotiation of the Registration Agreements with Groos, Weill, and Cohen. Both of these individuals are residents of Dallas, Texas, and travel to New York would be costly, burdensome, and inconvenient for them.


9. Additionally, all of the Earth documents relevant to the issues in this case are located in Dallas, Texas, and it would be burdensome, expensive, and prejudicial to defend a lawsuit in New York where Earth has limited access to its resources and documents relevant to this lawsuit.”

FURTHER AFFIANT SAYETH NAUGHT.


Dennis G. McLaughlin, III

SUBSCRIBED AND SWORN to before me the undersigned authority on this 18 day
of December, 2007.




Notary Public, State of Texas